

8 December, 2020

Manager (Listing)  
National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G- Block, Bandra – Kurla Complex,  
Bandra (East),  
Mumbai – 400 051  
**SCRIP CODE: CESCVENT**

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**SCRIP CODE: 542333**

The Secretary  
The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata – 700 001  
**SCRIP CODE: 13343**

Dear Sir,

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, please find enclosed a copy of the Postal Ballot Notice relating to the proposed change of name of the Company from “CESC Ventures Limited” to “RPSG Ventures Limited”.

Yours faithfully,  
  
**COMPANY SECRETARY**

## CESC Ventures Limited

(Formerly known as RP-SG Business Process Services Limited)

Registered Office : CESC House, Chowringhee Square, Kolkata-700001, India

Tel : 033 – 2225 6040, E-mail : cescventures@rpsg.in, Website : www.cescventures.com

Corporate Identity Number: L74999WB2017PLC219318

### POSTAL BALLOT AND E-VOTING NOTICE TO THE EQUITY SHAREHOLDERS OF THE COMPANY

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulations 44 and 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and other applicable laws and regulations (including any statutory modifications or re-enactments thereof), if any, CESC Ventures Limited ("the Company") hereby seeks your approval to the proposed change of name of the Company by way of a Special Resolution appended below through Postal Ballot by way of Remote Electronic Voting ("E-Voting"). The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is appended to this Notice.

In compliance with the provisions of Section 110 of the Act read with the applicable Rules and the Listing Regulations (including any statutory modifications or re-enactments thereof for the time being in force), the Company is pleased to extend E-Voting facility to enable the shareholders to cast their votes electronically.

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Manoj Prasad Shaw, Company Secretary in Whole Time Practice (Membership No. FCS 5517/CP 4194), as the Scrutinizer for conducting the postal ballot and E-voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ("NSDL") to provide E-Voting facility to the Equity Shareholders of the Company.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes hereto, to receive the Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system.

Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Scrutinizer shall submit his report to the Chairman/ Whole-time Director after completion of the scrutiny of E-Voting. The results of E-Voting would be announced by the Chairman/ Whole-time Director of the Meeting at the Registered Office of the Company at CESC House, Chowringhee Square, Kolkata 700 001 within 48 hours of the conclusion of E-Voting. The results along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and shall be communicated to National Stock Exchange of India Limited ("NSE"), BSE Limited ("BSE") and the Calcutta Stock Exchange Limited ("CSE") (together "Stock Exchanges") where the shares of the Company are listed and will be displayed on the Company's website at www.cescventures.com as well as on the website of NSDL. The date of the declaration of the result of E-Voting shall be deemed to be the date of passing of the said Resolution.

Special Business requiring approval of shareholders through E-Voting.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION IN RELATION TO CHANGE IN NAME OF THE COMPANY AS A SPECIAL RESOLUTION:

RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Incorporation) Rules 2014 made under the Act, and other Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 44, 45 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memorandum and Articles of Association of CESC Ventures Limited ("the Company") and subject to the approvals / consents of the stock exchanges where the Company's shares are listed, the Central Government and any other regulatory and statutory authorities, as may be required, consent of the Members of the Company be and is hereby accorded for change of name of the Company from "CESC Ventures Limited" to "RPSG Ventures Limited".

RESOLVED FURTHER THAT upon receipt of the fresh certificate of incorporation consequent upon the said change of name, the name of the Company be substituted with the new name "RPSG Ventures Limited" in the Memorandum of Association and Articles of Association and other documents and places etc. wherever the Company's present name is appearing.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), or, such other person as may be authorised by the Board for the said purpose, be and is hereby severally authorized to do the requisite filings with the statutory / regulatory authority(ies) and to do all such acts, deeds and things as may be necessary to give effect to the above Resolution including but not limited to making application for the said change of name to the Ministry of Corporate Affairs, Registrar of Companies, stock exchanges where the Company's shares are listed and to settle any questions, difficulty, doubt that may arise in this regard and further to sign and execute documents, forms, applications and writings as may be necessary, proper, desirable or expedient to give effect to the resolution without being required to seek any further consent or approval of the shareholders of the Company in a General Meeting.

Registered office:  
CESC House  
Chowringhee Square  
Kolkata – 700 001

By Order of the Board  
  
Sudip Kumar Ghosh  
Company Secretary  
ICSI Membership No. ACS 18707

Date : 5 November, 2020  
Place : Kolkata

**NOTES :**

1. Voting period for E-voting will commence from Wednesday, 9 December, 2020 at 9.00 am. (IST) and will end on Thursday, 7 January, 2021 at 5.00 pm. (IST).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 thereof as amended stating all material facts, disclosure of interest, if any, and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.
3. In compliance with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 33/2020 dated September 28, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners on Tuesday, 1 December, 2020 as received from the depositories. The Postal Ballot Notice is being sent to the Members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding).
5. Members whose email addresses are not registered as above can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail ID by sending an e-mail to the company at [cescventures@rpsg.in](mailto:cescventures@rpsg.in) or to Link Intime India Pvt. Ltd., the Registrar and Share Transfer agent (RTA), at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
6. The Board of Directors has appointed Mr. Manoj Prasad Shaw, Company Secretary in wholetime Practice (Membership no. FCS 5517 / CP 4194), as the "Scrutinizer" to conduct the E-voting process in a fair and transparent manner.
7. Members may contact Mr. Sudip Kumar Ghosh, Company Secretary, for any grievances connected with voting by electronic means at the Registered Office of the Company at CESC House, Chowringhee Square Kolkata – 700 001 Tel: (033)-6634 0684 E-mail: [cescventures@rpsg.in](mailto:cescventures@rpsg.in).
8. Pursuant to Sections 108 and 110 of the Companies Act, 2013, as amended, ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the "Rules"), Regulations 44 and 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations"), the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
9. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.cescventures.com](http://www.cescventures.com), websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), Calcutta Stock Exchange Limited ([www.cse-india.com](http://www.cse-india.com)) and on the website of National Securities Depository Limited ("NSDL"), [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
10. The Company has appointed National Securities Depository Limited (NSDL) to provide the E-voting facility to the shareholders of the Company to vote electronically. Please read carefully the E-Voting Instructions for casting your vote electronically.
11. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Tuesday, 1 December, 2020, being the cut-off date.
12. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date of remote E-voting i.e. Thursday, 7 January, 2021.
13. All relevant documents referred to in the accompanying Explanatory Statement are put up on the Company's website and can be accessed at <https://www.cescventures.com>.
14. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

  1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if your folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, please follow steps mentioned below point 6.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) Physical User Reset Password (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shawmanoj2003@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsd.com> to reset the password
3. In case of any queries, you may refer to the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://www.evoting.nsd.com> or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Mumbai-400013 or at telephone nos. 022-24994360/022-24994545 and send an e-mail to evoting@nsdl.co.in.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the remote e-voting, a scrutinizer’s report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
2. The said results along with the Scrutinizer’s Report would be intimated to the Stock Exchanges, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website [www.cescventures.com](http://www.cescventures.com) and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com).

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013

Re: Change of Name of the Company from “CESC Ventures Limited to “RPSG Ventures Limited”

The Company and its subsidiaries are engaged in varied types of business like IT services, Business Process Management, Fast Moving Consumer Goods, Real Estate, Restaurant etc. Since the business of the Company and its subsidiaries cover multiple segments and is not restricted to any one company in the Group, the Board of Directors of the Company (“the Board”) is of the opinion that a change in its present name should be appropriate. Accordingly, subject to receipt of necessary approvals, it is proposed to change the Company’s name to “RPSG Ventures Limited”.

The Ministry of Corporate Affairs, Government of India, has advised that the proposed name “RPSG Ventures Limited” is available subject to necessary compliances. Further, upon receipt of the fresh certificate of incorporation consequent upon the said change of name, the present name of the Company will be substituted with the new name “RPSG Ventures Limited” in the Memorandum of Association and Articles of Association and other documents and places etc. wherever the Company’s present name is appearing.

Accordingly, the approval of the Members is being sought by way of a Special Resolution as set out in the accompanying Notice under Sections 4,13,14 of the Companies Act, 2013 read with the Rules made thereunder, to enable the Company to take necessary action for effecting the proposed change of its name. The Board is of the opinion that the proposed change of name is in the interest of the Company and, accordingly, recommends the Resolution for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolution.

Registered office:  
CESC House  
Chowringhee Square  
Kolkata – 700 001

Date : 5 November, 2020  
Place : Kolkata

By Order of the Board  
  
Sudip Kumar Ghosh  
Company Secretary  
ICSI Membership No. ACS 18707